RECORDATION NO. 28954 FILED

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February 17, 2010

Chief Section of Administration Office of Proceedings Surface Transportation Board 395 E Street, S.W. Washington, D.C. 20423

Contract C-7729

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of January 25, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents

The name and address of the party to the enclosed document are:

Lessor:

American Railcar Leasing LLC

620 North Second Street St. Charles, Missouri 63301

[Lessee:

W.R. Grace & Co. -Conn, Grace Performance

Chemicals P.O. Box 211

Baltimore, Maryland 21203]

SURFACE TRANSPORTATION BOARD

FEB 17'10 -9 00 AM

OF COUNSEL URBAN A LESTER

Section Chief February 17, 2010 Page 2

A description of the railroad equipment covered by the enclosed document is:

6 railcars within the series ACFX 045144 - ACFX 045537 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/sem Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to W.R. Grace & Co.-Conn., Grace Performance Chemicals, a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

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SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

Name: Brian Evdo

Title: VP - Business Development

STATE OF MISSOÙRI) ss. COUNTY OF ST. CHARLES)

On this day of <u>Jan. 2010</u>, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

NANCY COLLINS
Notary Public - Notary Seal
State of Missouri
Commissioned for St. Charles County
My Commission Expires. August 02, 2012
Commission Number: 0849913!

Notary Public

My commission expires on 8/2/2012

Schedule A

Equipment

W. R. Grace & Co. - CONN

Contract C-7729 dfd 5/22/06

Quantity	<u>Description</u>	Reporting Marks	Road Numbers
	Hopper	ACFX	045144
	Hopper	ACFX	045145
	Hopper	ACFX	045146
	Hopper	ACFX	045147
	Hopper	ACFX	045149
	Hopper	ACFX	045537

6

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practic District of Columbia, do hereby certify under pe attached copy with the original thereof and have identical in all respects to the original documen	enalty of perjury that I have compared the e found the copy to be complete and
Dated 2 17 10	Robert W Alvord